

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

IN RE:	§	
	§	
CIRCLE Z PRESSURE PUMPING, LLC	§	CASE No. 16-60633
	§	
DEBTOR	§	CHAPTER 7
	§	
P. O. Box 5513	§	
Longview, TX 75608	§	
EIN: xx-xxx4784	§	

**MOTION BY TRUSTEE FOR AUTHORITY TO SELL PROPERTY
OF THE BANKRUPTCY ESTATE PURSUANT TO
11 U.S.C. §363(f) FREE AND CLEAR OF LIENS AND ENCUMBRANCES**

Your rights may be affected by the relief sought in this pleading. You should read this pleading carefully and discuss it with your attorney, if you have one in this bankruptcy case. If you oppose the relief sought by this pleading, you must file a written objection, explaining the factual and/or legal basis for opposing the relief.

No hearing will be conducted on this Motion unless a written objection is filed with the Clerk of the United States Bankruptcy Court and served upon the party filing this pleading WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE shown in the certificate of service unless the Court shortens or extends the time for filing such objection. If no objection is timely served and filed, this pleading shall be deemed to be unopposed, and the Court may enter an order granting the relief sought. If an objection is filed and served in a timely manner, the Court will thereafter set a hearing with appropriate notice. If you fail to appear at the hearing, your objection may be stricken. The Court reserves the right to set a hearing on any matter.

CONTEMPORANEOUSLY WITH THE FILING OF THIS MOTION, THE TRUSTEE IS FILING A MOTION FOR EXPEDITED HEARING.

TO THE HONORABLE BILL PARKER, CHIEF U.S. BANKRUPTCY JUDGE:

COMES NOW STEPHEN J. ZAYLER, Trustee in the above-styled and numbered case, and files this Motion to Sell Property of the Bankruptcy Estate (Real Estate and Equipment) pursuant to *11 U.S.C. § 363(f)* showing the Court as follows:

1. Debtor, Circle Z Pressure Pumping, LLC owns as all or part of its bankruptcy estate, real property, equipment, cash and accounts receivable (the "Property").

2. As part of his administration of this estate, the Trustee has received an offer to purchase the Property of the bankruptcy estate, real property, equipment, cash and accounts receivable, more fully described and attached as Exhibit "A", for the total sum of THREE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$3,500,000) from David Powell ("Powell"), the former CEO and equity owner of the Debtor, or his nominee as more fully set forth below.

Assets Purchased:

All equipment presently owned by Circle Z, "as-is where-is" with no warranty, express or implied and regardless of whether such equipment is in a currently operable condition.

All real estate and improvements.

All cash and accounts receivable, save and except a "carve out" in the amount of \$350,000.00 for unsecured creditors and Chapter 7 Trustee fees, commission and expenses.

Work- in- progress, if any, without interruption to jobs.

All assets will be sold "free and clear" pursuant to sale pursuant to **11 U.S.C. § 363**.

Assets Not Purchased:

Chapter 5 causes of with the exception that any potential Chapter 5 causes of action against Powell and/or any secured lender shall be released as part of the consideration for the assets purchased.

Cause of action against Sanchez Engineering.

Carve out of \$350,000 from the cash and accounts receivable.

Other Conditions:

Jobs-in-progress, if any, will be purchased/assumed by Powell pursuant to this agreement and Powell will not be required to stop work.

Trustee will be authorized to disburse through an escrow agent mutually agreed upon by the parties at the time of closing, from the proceeds of the sale \$3,365,000 to Austin Bank for its secured lien. Other amounts shall be considered as secured to one or more lenders on two pieces of equipment valued at approximately \$60,000 pledged to Bancorp South and two pieces of equipment valued at approximately \$50,000 pledged to Chad Powell. A "carve-out"

of \$350,000 from the cash and accounts receivable for unsecured creditors, trustee fees, expenses and commission will be retained by the Estate.

3. Austin Bank has agreed to finance \$3,365,000 of the purchase price, which the parties have stipulated is the value of the property of the estate which secures the Bank's claim (excluding the carve out of \$350,000.00), on the condition that \$3,365,000.00 is paid to Austin Bank Texas, N.A. at closing from the sales proceeds in satisfaction of its secured claim against Circle Z.

4. As part of his administration of this Estate, the Trustee received numerous inquiries from a substantial pool of persons and entities unrelated to the potential buyer who were interested in the Property after reviewing the posting of the assets on several bankruptcy networks. Information has been provided to these upon request, along with a copy of this application.

5. Prior to conversion of the case on December 28, 2017, stays were lifted on virtually all the assets of the Debtor. Austin Bank, the largest secured creditor and first lienholder, obtained relief from the stay (Dkt. # 67) on all the remaining assets under its secured lien and numerous items of equipment were repossessed and sold by the bank under its loan documents, with the cooperation and assistance of Powell. During the course of the Chapter 11 proceedings, the bank reached an arrangement with the Debtor in Possession to continue to use some of the remaining equipment in an effort to complete its reorganization, or at a minimum, preserve the bank's collateral value and its pending pre-petition interest and post petition security interest in cash and accounts receivable, pending recovery and collection after entry of the cash collateral order on November 9, 2016 (Dkt #35).

6. Some of the smaller creditors sold their collateral by Court Order, i.e. Community Bank (Dkt.# 66), Enterprise Fleet Services (Dkt.# 82) and Bancorp South (Dkt. # 109) or upon lifting of the stay.

7. Upon information and belief, the amount of \$3,500,000 is a good and fair price for the property described in Exhibit "A", considering today's market values and the condition of the property based on available information. Upon examination and evaluation of the equipment and current market values and the consideration of recovery in liquidation by auction and collectability of accounts

receivable, it is the opinion of the parties the value is less than the secured lien. The proposed buyer, Austin Bank and the Trustee, after a diligent review, have determined that on an asset over liability basis there is no equity for junior lienholders or general unsecured creditors. However, a primary condition of the purchase as well as the financing is that the assets be acquired with jobs in progress, if any, continuing so that significant current receivables not be lost or forfeited. The parties agree that the assets are worth more and better preserve their value in this manner.

8. The Debtor provides pressure pumping equipment and services to the oil and gas exploration industry on an on-call, as requested basis. There are no existing contracts, and if the Debtor is unable to perform or complete any particular job (usually about 10 to 20 days), then the operator will simply and quickly replace it.

9. Release of potential Chapter 5 avoidance actions and other claims and causes of action. As part of the consideration of this Agreement, the Trustee shall release any potential Chapter 5 avoidance actions the Estate may have against David Powell and David Chad Powell, as well as all secured lenders identified in this case. The Trustee shall release Austin Bank from any and all claims and causes of action, regardless of whether the claim or cause of action arises under Chapter 5 of the Bankruptcy Code. After conducting a review of the Debtor's finances, the Trustee has determined that based upon the disclosures in the SOFA, there exists (at least potentially without accounting for defenses) a possible avoidance action(s) against David Powell in the amount in excess of \$100,000 and against David Chad Powell in excess of \$10,000. The Trustee has not identified any potential avoidance actions or any other claims or causes of action against any secured lender.

10. The Trustee has investigated the Buyer and independently verified the financing with the lender. The Trustee is satisfied the Buyer is willing and able to close.

11. The Trustee desires to accept the offer and sell the above referenced property to David Powell or his nominee, for the agreed consideration, in accordance with *11 U.S.C. § 363(f)(2)(3) and (5)*, free and clear of all liens and encumbrances; provided that liens shall be paid from the proceeds of sale as set forth in this motion.

12. This is a sale “as is, where is”, without warranty for the described property. Buyer agrees to indemnify the Bankruptcy Estate of Circle Z Pressure Pumping, LLC and its Trustee for any loss or damage to property of the estate from the date of conversion until closing of the sale.

13. The Parties shall enter into a Purchase Agreement stipulating the conditions as outlined above in a form acceptable to the Trustee and the bank.

14. The Trustee is filing contemporaneously with this motion a request that the Court set the hearing on this Motion on less than twenty-one (21) days notice for a date and time available on the Court’s docket.

WHEREFORE, PREMISES CONSIDERED, the Trustee requests this Court to enter an Order approving the sale of the Property, as described above, for the total sum of \$3,500,000 to David Powell and/or his nominee in accordance with the terms and conditions set forth herein and that he have any and other further relief as deemed necessary to complete the sale.

Respectfully submitted,

/s/ Stephen J. Zayler

Stephen J. Zayler, Trustee

State Bar No. 22251800

P. O. Box 150743

123 E. Lufkin Avenue

Lufkin, Texas 75915-0743

Phone: (409) 634-1020

Fax: (409) 634-1050

zayler@suddenlinkmail.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 8th day of February, 2018, a true and correct copy of the foregoing instrument was served on the attached matrix, by electronic means if available or by depositing the same in the U.S. Mail.

/s/ Stephen Zayler
Stephen Zayler

Label Matrix for local noticing 0540-6 Case 16-60633 Eastern District of Texas Tyler Thu Feb 8 16:32:16 CST 2018	A & R Enterprises Inc. P.O. Box 2000 Kilgore, TX 75663-2000	APPCO-NOV 442 North W. W. White Road San Antonio, TX 78219-2811
ARAMARK Uniform & Career Apparel, LLC c/o Sheila R. Schwager Hawley Troxell Ennis & Hawley, LLP P O Box 1617 Boise ID 83701-1617	Acme Truck Line Inc P o Box 183 Harvey LA 70059-0183	Allstar Fuel P. O. Box 100 Plainview, TX 79073-0100
Allstate Benefits American Heritage Life Insurance Company P. O. Box 650514 Dallas, TX 75265-0514	American Communications Answering Service 1397 FM 1252 East Kilgore, TX 75662-4920	American Express P. O. Box 650448 Dallas, TX 75265-0448
American Express Travel Related Services Com Inc c/o Becket and Lee LLP PO Box 3001 Malvern PA 19355-0701	Amerifrac LLC 19830 Lantern Village Lane Katy, TX 77450-6684	Applied Energy Company 1205 Venture Court Suite 100 Carrollton, TX 75006-5491
Aramark AUS Central Lockbox P. O. Box 731676 Dallas, TX 75373-1676	Austin Bank 911 NW Loop 281 Longview, TX 75604-2907	Austin Bank Texas, N.A. c/o Glen Patrick McNally & Patrick, LLP 100 E. Ferguson, Ste 400 Tyler, TX 75702-5758
Automotive Super Center 48 North Eastman Road Longview, TX 75601	Bancorp South 3120 HG Moseley Parkway Longview, TX 75605-2941	BancorpSouth Bank 315 Settlers Trace Blvd. Lafayette, LA 70508-6061
Basic Energy Services 5209 Estes Parkway Longview, TX 75603-9449	Tab Beall Perdue Brandon Fielder Collins & Mott PO Box 2007 Tyler, TX 75710-2007	Berkley Insurance Company P O Box 204847 Dallas, TX 75320-4847
Burl's Collision Center, Inc. 1207 North Frisco Street Henderson, TX 75652-6923	Burrows R&H Machine P. O. Box 8606 Longview, TX 75607-8606	C. Liles Trucking Co., Inc. P. O. Box 407 Tatum, TX 75691-0407
CIGNA Health & Life Ins.Co. 900 Cottage Grove Rd, B6LPA Hartford CT 06152-0001	Certified Laboratories 2727 Chemsearch Blvd 4 South Irving TX 75062-6454	Chemplex Solvay Group P. O. Box 733133 Dallas, TX 75373-3133
Chemtex Industrial Inc. P. O. Box 6964 Longview, TX 75608-6964	Circle Z Pressure Pumping, LLC P. O. Box 5513 Longview, TX 75608-5513	Clear River America 12818 Murphy Road Missouri City, TX 77477-3902

Community Bank c/o Glen Patrick McNally & Patrick, LLP 100 E. Ferguson, Ste 400 Tyler, TX 75702-5758	Community Bank 700 West Main Street Hallsville, TX 75650	Completion Trailers 2000 FM Road 3135 E Henderson, TX 75652
Comptroller of Public Accounts c/o Office of the Attorney General Bankruptcy & Collections Division MC 008 PO Box 12548 Austin TX 78711-2548	Cooper Natural Resources, Inc. Energy Services Group Department 2494 Tulsa, OK 74182-0001	Cummins Southern Plains P. O. Box 910509 Dallas, TX 75391-0509
D & C Cleaning Inc. 2175 State Highway 149 Carthage, TX 75633-6850	DFW Communications Inc. P O Box 226467 Dallas, TX 75222-6467	DFW Heavy Duty Parts 728 111th Street Arlington, TX 76011-7617
DISA Global Solutions, INC. 12600 Northborough Dr. Houston, TX 77067-3200	Dallas, TX 75312-0314 Downhole Chemical Solutions, LLC 2770 Main Street #161 Frisco, TX 75033-4382	David Chad Powell P. O. Box 5513 Longview, TX 75608-5513
David Gene Powell P. O. Box 5513 Longview, TX 75608-5513	East Texas Mack Sales, LLC 2934 Highway 31 North P. O. Box 2867 Longview, TX 75606-2867	Glenn Ellis Clear River America Industries, Inc. 12818 Murphy Rd Stafford, TX 77477-3902
Energy Products LLC c/o John Richer 320 South Boston Avenue Suite 200 Tulsa, OK 74103-3705	Energy Products, Inc. P.O. Box 9471 Tulsa, OK 74157-0471	Energy Products, LLC d/b/a Energy Products, c/o John T. Richer, Esq. Hall, Estill, et al. 320 South Boston Avenue Suite 200 Tulsa, OK 74103-3705
Enterprise Fleet Management Inc 1420 W Mockingbird Lane Ste3 640 Dallas TX 75247-4995	Enterprise Fleet Services c/o George A. Kurisky, Jr. Johnson Finkel Deluca & Kennedy, PC 1331 Lamar, Ste. 1080 Houston, TX 77010-3110	FMC Technologies 1740 Callahan Road Longview, TX 75602-7212
Fairmount Santrol 776 Centennial Drive Ottawa, IL 61350-1002	Finoric LLC 8115 Loop 540Beasley, TX 77417	Fleetprice P. O. Box 847118 Dallas, TX 5,529. 75284-7118
Flow Measurement & Controls 267 Lake Harris Circle, Suite 104 White Oak, TX 75693-2371	Forum US, Inc. (Flow Equipment) P. O. Box 203325 Dallas, TX 75320-3325	Freight Tec Management Group P. O. Box 1349 Bountiful, UT 84011-1349
Peter Fruge JFP Services, LLC P O Box 81162 Lafayette, LA 70598-1162	GCR Longview Truck Tire Center P. O. Box 910530 Denver, CO 80291-0530	GSI Gulfstream 3200 State Highway 135 North Kilgore, TX 75662-9138

Gardner Denver Inc.
P. O. Box 955953
St. Louis, MO 63195-5953

Gardner Denver Petroleum Pumps LLC
c/o Ted Niemann
525 Jersey St
Quincy IL 62301-3926

Michael E. Gazette
100 East Ferguson Street
Ste. 1000
Tyler, TX 75702-5706

Gene Powell
P. O. Box 5513
Longview, TX 75608-5513

Good Shepherd Occupational Medicine
409 North 6th Street
Longview, TX 75601-6536

Gregg County
Linebarger Goggan Blair & Sampson, LLP
c/o Laurie Spindler Huffman
2777 N Stemmons Frwy Ste 1000
Dallas, TX 75207-2328

Gregg County
Linebarger Goggan Blair & Sampson, LLP
c/o Laurie Spindler Huffman
2777 N Stemmons Frwy Ste 1000
Dallas, Texas 75207-2328

Hudson Graphics Inc.
P. O. Box 7010
Longview, TX 75607-7010

Hydradyne, LLC
P. O. Box 974799
Dallas, TX 75397-4799

Independence Oilfield Chemicals, LLC
1450 Lake Robbins Drive, Suite 400
The Woodlands, TX 77380-3263

Industrial Diesel Manufacturing & Svc.
301 Commerce St Ste 1500
Ft Worth TX 76102-4115

Industrial Diesel, Inc.
301 Commerce St Ste 1500
Ft Worth TX 76102-4115

Internal Revenue Service
Special Procedures Branch
1100 Commerce
Dallas, TX 75242-1100

Interstate Billing Service
P.O. Box 2250
Decatur, AL 35609-2250
Attn: Whitney Marsh

Isaac's Wrecker Service
13452 FM 206
Tyler, TX 75709-5107

J and J Enterprises
418 Pecan Street
Gilmer, TX 75644-1635

JPF Services, LLC dba Wotel
P. O. Box 81162
Lafayette, LA 70598-1162

Jerry's Wrecker Service
110 Highway 43 North
Henderson, TX 75652

Heather H. Jobe
Bell Nunnally & Martin LLP
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John Ben Rogers
913 West Loop 281, Suite 118
Longview, TX 75604-2929

K & C Hose and Supply
P. O. Box 5513
Longview, TX 75608-5513

Patrick Kelley
Ireland, Carroll, & Kelley
6101 South Broadway
Suite 500
Tyler, TX 75703-4408

Kerr Pumps
P O Box 735
Sulphur OK 73086-0735

Kilgore Hose & Specialty Warehouse, LLC
3103 Highway 135 North, Bldg. 1
Kilgore, TX 75662

La Quinta Inn #05882600
South Ruth Street
Sulphur, LA 70663

La Quinta Inns and Suites Hattiesburg
109 Lundy Lane
Hattiesburg, MS 39401-6602

Scott Richard Larson
Bell Nunnally & Martin LLP
3232 McKinney Ave., Ste. 1400
Dallas, TX 75204-7422

Lone Star Radiator Co., Inc.
1227 Basse Road
San Antonio, TX 78212-1007

MG Bryan Equipment
1906 Great Southwest Parkway
Grand Prairie, TX 75051-3503

Mabe Weldingc/o Terry Lynn Mabe
SB-51 Lake Cherokee
Tatum, TX 75691-3288

Master Pumps & Power P. O. Box 1778 Grapevine TX 76099-1778	Matheson Tri-Gas, Inc. Department 3028 P. O. Box 123028 Dallas, TX 75312-3028	William L. Medford Lewis Brisbois Bisgaard & Smith 2100 Ross Ave., Suite 2000 Dallas, TX 75201-2719
Michael Clayton Powell P. O. Box 5513 Longview, TX 75608-5513	Eric J. Millner Bourland, Wall & Wenzel, P.C. 301 Commerce St., Ste 1500 Ft. Worth, TX 76102-4115	Mobile Modular P. O. Box 45043 San Francisco, CA 94145-5043
Mobile Modular Management Corp Niel Bansraj 5700 Las Positas Rd Livermore CA 94551-7806	Moore's Retread and Tire-51 15275 FM 968 West Longview, TX 75602-7355	NAPA Auto Parts JEK Automotive Supply, Inc. 285 East Johnson Street Tatum, TX 75691-1914
National Oilwell Varco NOI -Mission P. O. Box 200338 Dallas, TX 75320-0338	National Oilwell Varco, L.P. 7909 Parkwood Circle Drive Houston TX 77036-6757	Nolvie Eugene Powell P O Box 5513 Longview TX 75608-5513
OMI Environmental Solutions Department 2307 P. O. Box 11407 Birmingham, AL 35246-0100	Odessa Pumps & Equipment P. O. Box 60429 Midland, TX 79711-0429	Oil States Energy Services LLC 2229 San Felipe, Ste 1000 Houston TX 77019-5648
Ortowski Construction Co., Inc. 175 CR 131 Gainesville, TX 76240-7043	P & W Iron Works 409 State Highway 135 N Kilgore, TX 75662-2450	P & W Sales, Inc. 405 North Highway 135 Kilgore, TX 75662
PMI Pump Parts 178 Bearcat Road Aledo, TX 76008-3154	Panola County c/o Tab Beall Perdue Brandon Fielder Collins & Mott PO Box 2007 Tyler, TX 75710-2007	Panola County, Texas c/o Debbie Crawford, Tax Assessor Collector 110 South Sycamore, Room 211 Carthage, TX 75633-2543
Glen E. Patrick McNally & Patrick, LLP 100 E Ferguson Street Ste 400 Tyler, TX 75702-5758	Pegues-Hurst Motor Company P. O. Box 3686 Longview, TX 75606-3686	Penn Transport 6891 Patrick Lane Shreveport, LA 71129-9415
Platinum Collision Center of Marshall 1007 East End Boulevard North Marshall, TX 75670-2111	David Powell Longview, TX	Powell Family Royalty P. O. Box 5513 Longview, TX 75608-5513
Precision Additives Inc 5230 Brittmoore Rd Houston TX 77041-7108	Preferred Resin Sales, LLC 1 Radnor Corp Center 100 Matsonford Rd., 101 Radnor, PA 19087-4558	Preferred Sands One Radnor Corporate Center 100 MatsonFord Road, Suite 101 Radnor, PA 19087-4569

Premier Fleet Services	Principle Financial LLC-SBD Grand Island	Purchase Power
1012 San Pedro	P. O. Box 10372	P. O. Box 371874
San Antonio, TX 78212-5438	Des Moines, IA 50306-0372	Pittsburgh, PA 15250-7874

Reagent Chemical & Research, Inc.	Redzone Coil Tubing, LLC	Republic Services #70
P.O. Box 416228	701 North First Street, Suite 190	P. O. Box 78829
Boston, MA 02241-6228	Lufkin, TX 75901-3057	Phoenix, AZ 85062-8829

John T. Richer	Rock Water Solutions	Rolligon -NOV, L.P.
Hall Estill Attorneys At Law	Benchmark Energy Products	P. O. Box 202154
320 South Boston Svenue, Suite 200	Department 18701	Dallas, TX 75320-2154
Tulsa, OK 74103-3705	P. O. Box 203187	
	Dallas, TX 75320-3187	

Rusk County	Rusk County	Rusk County, Texas
Linebarger Goggan Blair & Sampson,LLP	Linebarger Goggan Blair & Sampson, LLP	c/o Lanita Whitehead, Tax Assessor Colle
c/o Laurie Spindler Huffman	c/o Laurie Spindler Huffman	P. O. Box 988
2777 N Stemmons Frwy Ste 1000	2777 N Stemmons Frwy Ste 1000	Henderson, TX 75653-0988
Dallas, TX 75207-2328	Dallas, Texas 75207-2328	

Russell Electric	SPM Flow Control, Inc.	STROM MANUFACTURING INC.
344 West Cotton Street	601 Weir Way	c/o S. SCOTT WEST, LAWYER (PRO HAC VICE
Longview, TX 75601-6222	Fort Worth, TX 76108-2508	1600 HIGHWAY SIX, SUITE 450
		SUGAR LAND, TEXAS 77478-4920

Joshua P. Searcy	Shale Flow Specialties	Sierra Frac Sand, LLC
Searcy & Searcy, P.C.	300 Marvin A. Smith Drive	1155 E. Johnson Street
PO Box 3929	Kilgore, TX 75662-5382	Tatum, TX 75691-1908
Longview, TX 75606-3929		

Sierra Frac Sand, LLC	Skycaters, LLC	Laurie A. Spindler
1155 East Johnson Street	P. O. Box 75528	Linebarger, Goggan, Blair & Sampson
Tatum, TX 75691-1908	Cleveland, OH 44101-4200	2777 N. Stemmons Frwy Ste 1000
		Dallas, TX 75207-2328

Jason Starks	(p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	Stewart & Stevenson
300 West 15th St., 8th Floor	REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION	4935 Whitehurst Drive
Austin, TX 78701-1649	PO BOX 13528	Longview, TX 75602-6689
	AUSTIN TX 78711-3528	

Sun Source	Superior Fleet Service, Inc.	Supreme Service & Specialty Co., Inc
P. O. Box 730698	P. O. Box 5516	204 Industrial Ave C
Dallas, TX 75373-0698	Tyler, TX '75712	Houma LA 70363-3900

TIFCO Industries	Tavo's Automotive	Texas Air Hydraulic
P. O. Box 40277	802 Veterans Avenue	P. O. Box 2785
Houston, TX 77240-0277	Crystal City, TX 78839-3903	Longview, TX 75606-2785

Texas Comptroller of Public Accounts and Tex Jason Starks P.O. Box 12548 Austin, TX 78711-2548	Texas Flood, LLP P. O. Box 5513 Longview, TX 75608-5513	The Sherwin-Williams Company 11112 FM 349 Longview, TX 75603-7022
Thermo Process Instruments, L.P. P. O. Box 742770 Atlanta, GA 30374-2770	Tim Ables Trucking Co. P. O. Box 2947 Kilgore, TX 75663-2947	Top Line Rental, LLC P. O. Box 2290 Henderson, TX 75653-2290
Total Legendary Catering 316 Iris Drive White Oak, TX 75693-2721	U.S. Attorney General Department of Justice Main Justice Building 10th & Constitution Ave., NW Washington, DC 20530-0001	US Trustee Office of the U.S. Trustee 110 N. College Ave. Suite 300 Tyler, TX 75702-7231
US Trustee 110 N. College Ave Suite 300 Tyler, TX 75702-7231	Unimin Corporation P. O. Box 198867 Atlanta, GA 30384-8867	United Engines, LLC 3232 McKinney Ave., Suite 1400 Dallas, TX 75204-7422
United Healthcare P O Box 959782 St Louis, MO 63195-4571	United Vision Logistics P. O. Box 81008 Lafayette LA 70598-1008	UnitedHealthcare Insurance Company c/o William L. Medford Lewis Brisbois Bisgaard & Smith, LLP 2100 Ross Avenue Suite 2000 Dalas, TX 75201-2719
John M. Vardeman UST Office 110 N. College St., Suite 300 Tyler, TX 75702-7231	Velvin Oil Co., Inc. Petroleum Products P. O. Box 993 Henderson, TX 75653-0993	S. Scott West 1600 Highway Six, Suite 450 Sugar Land, TX 77478-4920
S. Scott West The West Law Firm 1600 Highway Six Suite 459 Sugar Land, TX 77478-4923	Western Marketing, Inc. P. O. Box 993 Dallas, TX 75267-7422	Wex Bank 7090 South Union Park Avenue Suite 350 Midvale, UT 84047-6023
Will's Pump Repair P. O. Box 1032 Henderson, TX 75653-1032	Jeffrey C. Wisler The Brandywine Building 1000 West Street, Suite 1400 Wilmington, DE 19801-1054	Stephen J. Zayler 123 E. Lufkin Avenue PO Box 150743 Lufkin, TX 75915-0743

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

State of Texas
Comptroller of Public Accounts
P O Box 13528, Capitol Station
Austin, TX 78711-3528

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)Austin Bank Texas, N.A.
c/o Glen Patrick
McNally & Patrick, LLP
100 E. Ferguson, Ste 400
Tyler, TX 75702-5758

(d)Bancorpsouth Bank
315 Settlers Trace Blvd.
Lafayette, LA 70508-6061

(u)Cigna Health and Life Insurance Company

(d)Community Bank
c/o Glen Patrick
McNally & Patrick, LLP
100 E. Ferguson, Ste 400
Tyler, TX 75702-5758

(u)DISA, Inc.
Department 890314
P. O. Box 120314

(u)Industrial Diesel Manufacturing & Service,

(u)Industrial Diesel, Inc.

(d)Panola County
c/o Tab Beall
Perdue Brandon Fielder Collins & Mott
PO Box 2007
Tyler, TX 75710-2007

(d)Sierra Frac Sand, LLC
1155 E. Johnson Street
Tatum, TX 75691-1908

(d)Stephen J. Zayler
123 E. Lufkin Avenue
PO Box 150743
Lufkin, TX 75915-0743

End of Label Matrix
Mailable recipients 173
Bypassed recipients 10
Total 183

Bobby Bearden
3132 Hwy 31 N.
Longview, TX 75603

Oak Point Partners
Alicia E. Den Beste
925 Woodsmith Lane
Johns Creek, GA 30097